

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
BISON CAPITAL CORPORATION,

Plaintiff,

-against-

ATP OIL & GAS CORPORATION,

Defendant.
----- X

: 10 CV 714 (SHS) (AJP)

: ECF CASE

: **DECLARATION OF**
: **GERALD G. PAUL**

GERALD G. PAUL, hereby declares, under penalty of perjury pursuant to 28 U.S.C.
§ 1746, as follows:

1. I am a member of the Bar of this Court and of the law firm Flemming Zulack
Williamson Zauderer LLP, New York counsel for defendant ATP Oil & Gas Corporation
("ATP"). I submit this declaration in support of ATP's motion, pursuant to Rule 12(b)(6) of the
Federal Rules of Civil Procedure, to dismiss Counts III through XIII of the Amended Complaint.

2. Annexed as Exhibit A is the Amended Complaint, omitting its voluminous
exhibits except for the Letter Agreement, dated February 1, 2004, between ATP and plaintiff
Bison Capital Corporation, which is the only exhibit relevant to ATP's motion.

3. I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
March 26, 2010

_____/S/
GERALD G. PAUL